

MINUTES
FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORPORATION
dba AXCESS ONTARIO
BOARD OF DIRECTORS MEETING
January 25, 2013

Members Present:

Geoff Astles, Retired County Administrator
John Dorak, Noyes Memorial Hospital IT Director
John Garvey, County Administrator
Ed Hemminger, SMS
Michael Manikowski, Ontario County Economic Developer
Doug Mossbrook, Eagle Mountain, Inc.
Donna Reeves-Collins, Rich Projects
Robert Seem, Cornell Ag & Food Tech Park
John Sheppard, Supervisor, Town of Seneca
David R. Smith, Ontario County Citizen
Camille Sorensen, Wayne Finger Lakes BOCES

Members Absent:

Steve von Berg, Pervasive Solutions

Others Present:

Sean Barry, Ontario County CIO
Meghan Connor Murphy, Dixon Schwabl
Reliefia Kramer, Recording Secretary
Terry Phillips, Bonadio & Co.,
Linda Weiner, on behalf of Bonadio & Co.
Andy Lukasiewicz, ECC Technologies
James Townsend, Esq., Remington, Gifford, Williams & Colicchio

The meeting of the Board of Directors of the Finger Lakes Regional Telecommunications Development Corporation, dba Axxcess Ontario was called to order in the Ontario County Economic Development Conference Room, Mezzanine Level, County Municipal Building, 20 Ontario Street, Canandaigua, NY by David R. Smith at 10:00 a.m.

APPROVAL OF THE MINUTES

Chair Smith requested a motion to approve the minutes of December 12, 2012.

Supervisor John Sheppard made a motion, which was seconded by Geoff Astles to approve the December 12, 2012 minutes. Motion carried.

ELECTION OF OFFICERS

Bob Seem discussed the Governance Committee report on the election of officers with the Board.

The Governance committee recommends the following:

- 1) Reappointment of Elected Board Members:
 - Recommend that John Dorak be reappointed to the annual meeting of 2016 (Class 2016)
- 2) Recommend the reassignment of Elected Board Member Classes:
 - Assign Donna Reeves-Collins to the Class of 2016
(This is the class assignment vacated by Mike Ward)
 - Reassign Ed Hemminger to Class of 2016 (without prejudice)
(This allows us to balance the class distribution)
 - Assign the vacated board seat to the Class of 2014

Elected Members

- Vacant – (Expires Annual Meeting 2014)
 - Steven von Berg – (Expires Annual Meeting 2014)
 - Bob Seem – (Expires Annual Meeting 2014)
 - David R. Smith – (Expires Annual Meeting 2015)*
 - Doug Mossbrook – (Expires Annual Meeting 2015)*
 - Geoff Astles – (Expires Annual Meeting 2015)
 - Edward Hemminger – (Expires Annual Meeting 2016)
 - John Dorak – (Expires Annual Meeting 2016)
 - Donna Reeves-Collins – (Expires Annual Meeting 2016)
- *Term maximum reached

- 3) Recommendation for Board Chair
 - Three persons nominated: Ed Hemminger; Donna Reeves-Collins; and Geoff Astles
 - Astles expressed interest in a 1-year appointment as a bridge, if necessary
 - Considered the two other nominees; Hemminger and Reeves-Collins
 - Both have strong record of accomplishments in IT and telcom
 - Both have been entrepreneurs and leaders in change
 - Both have demonstrated strategic abilities
 - Both have expressed commitment to the mission of AO
 - Both will commit the time necessary to lead the board and the mission of AO
 - Ed has the prior leadership of AO and is responsible for much of its success today
 - Ed has worked primarily in the public sector; now in the private sector
 - Donna is new to AO, but demonstrated quick insight and fast learning
 - Donna has deep experience in the telcom industry and very strong business credentials

The Governance Committee wants both of these candidates to be active leaders of AO, but it must recommend only one candidate. We recognize the strengths of both, but ultimately feel that Donna brings new insight and ideas that will guide the board in strengthening its mission, continue its leadership in novel broadband delivery and ultimately achieve its goals. The Governance Committee there for recommends that Donna Reeves-Collins be elected as the new chair of Axxess Ontario.

- 4) Recommendations for other Officers

Vice Chairman – David R. Smith
 Secretary – Camille Sorenson
 Treasurer – Doug Mossbrook

Mr. Seem informed the Board that Mr. Hemminger had expressed interest in serving as Vice Chair. Mr. Seem had previously discussed this possibility with Mr. Smith. Mr. Smith was in agreement with Mr. Hemminger serving as Vice Chair.

A motion was offered by County Administrator Garvey and was seconded by David R. Smith to nominate Ed Hemminger for the position of Vice Chair. Motion Carried.

Updated recommendations for Officers

Chair – Donna Reeves-Collins
Vice Chair – Ed Hemminger
Secretary – Camille Sorenson
Treasurer – Doug Mossbrook

Mr. Seem requested a motion to approve the above mentioned officers with the change of Ed Hemminger as Vice Chair. County Administrator Garvey made a motion to approve the above mentioned officers which was seconded by Geoff Astles. Motion carried.

SALES & OPERATIONS UPDATE

Andy Lukasiewicz updated the Board on Sales and Operations.

Chair Seem requests the approval of a Memo of Understanding with the CADC Canandaigua Lakefront project. Geoff Astles made a motion which was seconded by Donna Reeves-Collins to approve doing a Memo of Understanding with the CADC Canandaigua Lakefront Project. Motion carried with one abstention.

APRIL 2013 BROADBAND CONFERENCE

Mike Manikowski discussed the 2013 Broadband Conference with the Board. Mr. Manikowski is recommending that the Board send at least two members to the conference. Mr. Manikowski is recommending that the new Chair Donna Reeves-Collins and Sean Barry.

Mr. Manikowski requested a motion to approve sending the Chair Donna Reeves-Collins and Sean Barry to the Conference in Dallas, TX. Motion carried.

AO LEGAL COUNSEL DISCUSSION/JIM TOWNSEND FAREWELL

Jim Townsend announced that he is taking a position with the Counsel of the Adirondack Park Agency. Discussion took place regarding his replacement as counsel for AO. Supervisor Sheppard recommends choosing a committee to handle the task of finding legal counsel. Mr. Townsend agrees to set up a list of credentials for choosing counsel.

Donna Reeves-Collins requests volunteers to help search for counsel. The Committee will consist of – Donna Reeves-Collins, Mike Manikowski, David Smith, Geoff Astles.

Supervisor Sheppard made a motion which was seconded by Ed Hemminger to form a committee with the above fore mentioned members to seek counsel for OA. Motion carried.

The Board honored Jim Townsend with an old fashioned phone with a plaque on it. That reads “The Finger Lakes Regional Telecommunications Development Corporation recognizes the dedicated and professional counsel of James Townsend 2003-2013. Mr. Townsend was honored with a round of applause.

SELL SHEET UPDATE

Megan Connor Murphy distributed and discussed the carrier version of the sell sheet.

NEXT MEETING – February 22, 2013

ADJOURNMENT - The January 25, 2013 Axxess Ontario Board of Directors Meeting adjourned at 11:25.

Distribution:

All attendees, present and absent
Ontario County Board of Supervisors
Clerk’s Office, Board of Supervisors
Darlys McDonough, Deputy County Administrator

John Garvey, County Administrator
John Park, County Attorney
Cathy Bentzoni, County Finance Officer
Michael Wojcik, Economic Development